

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973

(202) 393-2266
FAX (202) 393-2156

RECORDATION NO. 20219-A FILED

MAR 14 '01 : 1:22 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

March 14, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of an Amendment, dated February 28, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Master Lease Agreement dated August 15, 1995 which was previously filed with the Commission under Recordation Number 20219.

The names and addresses of the parties to the enclosed document are:

Lessor: Illinois Central Railroad
Company
455 North Cityfront Plaza Drive
Chicago, IL 60611

Lessee: Mellon Leasing Corporation
One Mellon Bank Center
Pittsburgh, PA 15258

A description of the railroad equipment covered by the enclosed document is:

1-100 ton gondola cars bearing IC 295935 (formerly SB 6023).

Mr. Vernon A. Williams
March 14, 2001
Page Two

A short summary of the document to appear in the index follows:

Amendment to Master Lease Agreement between Illinois Central
Railroad Company, Lessor and Mellon Leasing Corporation, Lessee,
covering 1-100 ton gondola cars bearing IC 295935 formerly (SB 6023).

Also enclosed is a check in the amount of \$27.00 payable to the order of the
Surface Transportation Board covering the required recordation fee and cross-indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Robert W. Alvord".

Robert W. Alvord

RWA/anm
Enclosures

MAR 14 '01 1:12 2 PM

AMENDMENT

SURFACE TRANSPORTATION BOARD

THIS AMENDMENT to the Master Lease Agreement, dated as of August 15, 1995, Equipment Lease Schedule Nos. 1 and 2, dated as of September 6, 1995 and September 15, 1995, respectively, and the Memorandum of Equipment Lease, dated as of September 15, 1995, and the underlying schedules and attachments thereto (collectively, the "**Lease**") by and between MELLON LEASING CORPORATION (formerly Mellon Financial Services Corporation #3) ("**Lessor**") and ILLINOIS CENTRAL RAILROAD COMPANY ("**Lessee**"), is made as of the 28 day of February, 2001 by and between Lessor and Lessee.

WHEREAS, Lessor and Lessee entered into the Lease for various items of railroad rolling stock as indicated therein and in the schedules and attachments thereto (the "**Equipment**");

WHEREAS, two items of Equipment (100-ton gondola cars bearing South Buffalo identification numbers 6023 and 6065) were mistakenly both assigned Lessee identification number IC 295925;

WHEREAS, car SB 6023 should have been identified as IC 295935;

WHEREAS, information regarding the Lease and the Equipment was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act on 8-9-96 and assigned recordation number 20219; and

WHEREAS, the parties wish to amend the Lease and its underlying documents as indicated herein.

NOW, THEREFORE, in consideration of the mutual promises contained within the Lease and the promises contained herein and for other good and sufficient consideration, the parties, intending to be legally bound, agree as follows:

1. The Lease and all related certificates, memoranda, attachments and schedules identifying the Equipment subject to the Lease shall be amended to identify car SB 6023 as IC 295935 rather than as IC 295925.

2. If any provision of this Amendment conflicts in whole or in part, with the terms and conditions of the Lease or any document related to the transaction therein, then the provisions of this Amendment shall control. All other terms and conditions of the Lease and related documents remain unchanged.

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed as of the date first above written by their duly authorized representatives.

ILLINOIS CENTRAL RAILROAD
COMPANY

MELLON LEASING CORPORATION

By: John A. M. Lerner

By: [Signature]

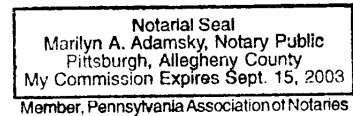
Title: Sr. Mgr. Asset Finance

Title: Vice President

COUNTY OF ALLEGHENY)
COMMONWEALTH OF PENNSYLVANIA) SS


On this the 28 day of February 2001, before me personally appeared Michael F. Marks, to me personally known, who being by me duly sworn, says that he is a Vice President of Mellon Financial Leasing Corporation, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Marilyn A. Adamczyk
Notary Public



PROVINCE OF QUEBEC)
)
DISTRICT OF MONTREAL)

On this 23rd day of February, 2001, before me personally appeared John A.N. Lamont, to me personally known, who, being by me duly sworn, says that he is duly authorized to state that the foregoing instrument was signed on behalf of Illinois Central Railroad Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Attorney

My bar number is: 190021-8